OT - Optima Telekom d.d.
Provisional unaudited
consolidated annual
financial report
for 2013



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# **About Optima Telekom**

OT — Optima Telekom d.d (hereinafter: Optima) is the first and largest alternative landline service provider in Croatia, as well as the second landline telecommunications carrier in the Croatian market. In its ninth year of commercial activity, Optima is present in the Croatian market with a full range of telecommunications services. The current market potential of over six hundred thousand connections is inter-connected by over 2,800 km of own optical network.

Optima's corporate culture supports innovativeness, loyalty, learning, pushing forward and the desire for victory in each employee, which is entirely recognized by over **218,000** of our loyal users.

Due to overindebtedness, lack of liquidity and insolvency, in the period prior to publication of this report, acting in accordance with the Financial Operations and Pre-bankruptcy Settlement Act (Official Gazette no. 108/2012 and 11/2012), OT – Optima Telekom d.d. (hereinafter: Optima) initiated pre-bankruptcy settlement procedure with the purpose of operative and financial restructuring of its business. By implementing the financial and operative restructuring plan, in the forthcoming period, Optima should become both liquid and solvent. Optima obtained the Decision on initiation of pre-bankruptcy settlement proceedings on 11 April 2013, and the hearing for voting on the Financial and Operative Restructuring took place on 5 November 2013 where the plan was adopted by a majority of 94.06% of all creditors. Pursuant to the Financial Operations and Pre-Bankruptcy Settlement Act, all information concerning the course of pre-bankruptcy settlement proceedings are made available to the public at the Financial Agency's website, www. fina.hr. The company is informing the public on the course of the procedure timely and transparently and in line with the regulations in the field of capital markets.

- Supervisory Board: Nada Martić president, Ivan Martić member and vice president, Zrinka Vuković Berić – member, Duško Grabovac - member
- Board of Directors: Matija Martić chairman, Goran Jovičić member, Jadranka
   Suručić member
- Business account: 2360000-1101848050 with Zagrebačka banka d.d.
- Commercial Court of Zagreb
- OIB: 36004425025MBS: 040035070
- MB: 0820431
- Share capital amount: HRK 28,200,700.00
- Number of shares: 2,820,070, HRK 10,00 nominal value each

# **Optima Telekom regions and centers**

HEADQUARTERS - COMPANY

MANAGEMENT

OT-Optima Telekom d.d.

Bani 75a, Buzin

10 000 Zagreb, Croatia

Phone +385 1 54 92 699

Fax +385 1 54 92 019

## **REGION WEST**

OT-Optima Telekom d.d

Andrije Kačića Miošića 13

51 000 Rijeka, Croatia

Phone +385 51 492 799

Fax +385 51 492 709

#### **OT Center**

Phone +385 51 554 651

# **REGION EAST**

OT-Optima Telekom d.d

Županijska 21/I

31 000 Osijek, Croatia

Phone +385 31 492 999

Fax +385 31 210 459

## **REGION NORTH**

OT-Optima Telekom d.d.

Bani 75a, Buzin

10 000 Zagreb, Croatia

Phone +385 1 54 92 301

Fax +385 1 54 92 309

## **REGION SOUTH**

OT-Optima Telekom d.d.

Trg Hrvatske bratske zajednice 8/II

21 000 Split, Croatia

Phone +385 21 492 899

Fax +385 21 492 829

#### **OT Center**

7. domobranske pukovnije 1/3, Zadar

Phone +385 23 492 860

Ivana Matijaševića 14, Dubrovnik

Phone +385 20 220 640

# Alongside OT- OPTIMA TELEKOM d.d., in 2012 the following members are a part of the Group:

Optima direct d.o.o Trg Josipa Broza Tita 1 52460 Buje Croatia

Optima - Telekom d.o.o.
Ulica 15. maja 21
6 000 Koper
Slovenia

Optima telekom za upravljanje nekretninama i savjetovanje d.o.o – ACTIVITIES SUSPENDED Kuzminečka 8, Zagreb 10 000 Zagreb Croatia

# Main features of the group

South

- The consolidated EBITDA of the core business is higher by HRK **74.8** million compared to 2012 and amounts to HRK **101.6** million.
- The consolidated EBT is better by HRK **69.8** million compared to the results of 2012 and amounts to HRK **-34.8** million.
- As a consequence of Croatia's accession to the EU, as well as the decrease of
  interconnection prices and the continued decrease in public voice service, Optima's
  overall consolidated revenue decreased by 8.5% compared to 2012.
- The number of collocations increased by **2.2%**, which lead to a total number of **282** collocations at the end of 2013.
- Decreased number of potentially available connections through own infrastructure by 3.4% (from 661,362 connections to 638,709) representing 46% of the active landline connections market.

		2012	2013	2013 / 2012	Q4 2012	Q4 2013	Q4 2013 / Q4 2012
Total revenue	······································	569.079	520.811	(8,5%)	121.401	121.333	(0,1%)
EBITDA		26.768	101.611	279,6%	(33.394)	40.203	(220,4%
EBT		(104.607)	(34.802)	(66,7%)	(75.948)	23.917	(131,5%)
	30.09.2012	31.12.2013 / 30.09.2012	31.12.2012	31.12.2013 / 31.12.2012	31.09.2013	31.12.2013 / 30.09.2013	31.12.2013
Total number of OT users	•••••		•••••		•		
Number of voice channels	243.690	-10,3%	229.550	-4,8%	223.885	-2,4%	218.482
Number of users in own LLU network	117.732	-4,1%	115.110	-1,9%	114.423	-1,3%	112.896
Number of OptiDSL users in own LLU network	76.143	1,1%	74.660	3,1%	77.288	-0,4%	76.968
Number of OptiTV users in own LLU network	21.050	21,1%	21.800	17,0%	25.200	1,2%	25.500
Number of collocations installed	276	2,2%	276	2,2%	282	0,0%	282
North	92	2,2%	92	2,2%	94	0,0%	94
West	46	4,3%	46	4,3%	48	0,0%	48
East	55	0,0%	55	0,0%	55	0,0%	55

2.4%

0,0%

85

2,4%

# Matija Martić, Chairman of the Board of Directors

After the conclusion of yet another business period, I would like to express my satisfaction with the results achieved. In spite of the ongoing pre-bankruptcy settlement procedure, Optima has continued stable business operations in 2013 as well, which is particularly demonstrated by the significant decrease of losses and realization of revenue within the planned framework. The restructuring that started in line with the Financial and Operative Restructuring Plan made it possible for us to consolidate and reorganize our business, as well as to start up new projects, which gave us new momentum for further market achievements.

Our expectations for 2014 also remain positive, primarily thanks to our creditors that have supported us in the pre-bankruptcy settlement procedures, the users that gave us their trust, but also the efforts made by the employees and strategic thinking by the management. We are convinced that the continuing positive business trends and the successful completion of the pre-bankruptcy settlement procedure will lead to stable business activity in the following period as well, much to the satisfaction of our users, partners and shareholders.

# **Trends in the Croatian economy**

The GDP continued to decrease in the third quarter of the previous year as well. Expectations dating back to the start of the previous year, according to which a good tourist season in the third quarter could lead to a GDP increase at an annual level, were not realized. The decrease in export of goods and state consumption affected the GDP trends negatively, so that its value decreased by 0.6% at the annual level.

After the lowest inflation rate since 1995 (measured by the national consumer price index), only a step away from deflation (0.2%), has been recorded in October 2013, a month later it increased minimally, up to 0.4%.

The registered unemployment rate amounted to 21.1% in September, thus increasing by 0.7 points at an annual level. The records show 356,864 unemployed or a 2.8% increase over the year, with expectations to further increase the said number. The average net salary for October 2013 amounted to HRK 5,506. Compared to the same month of the previous year, it nominally increased by 0.3%, but really, due to a mild increase in consumer prices (0.2%), it is merely 0.1% higher, thus continuing the minimal increase for the second month in a row. As can be expected, the highest average net salary has been paid in air transport (HRK 10,000), and the lowest in the textile industry (HRK 2,917). At the same time, the average gross salary amounted to HRK 7,919, thus being higher by 0.2% at an annual level.

In December of last year, there were slight oscillations of the exchange rates resulting from an increased offer of foreign currencies by the banking sector or the increased demand of all sectors, but the HRK conversion rate into EUR at the end of the month was basically the same as in the beginning, lower by a mere 0.1%.

In October and November of the previous year, there has been an increase in the number of insolvent business entities by 4.4 thousand in total, meaning that business entities are once again becoming insolvent faster than becoming solvent. In October there were 6.2 thousand newly insolvent entities (account overdrawal up to 30 days) and 6.3 thousand in November, which is well above the average for the preceding period. Out of this number, approximately 42% consists of business entities without employees with liabilities of HRK 427 million. Others had 26 thousand employees and HRK 1.3 billion in liabilities.

# Consolidated revenue from telecommunications services

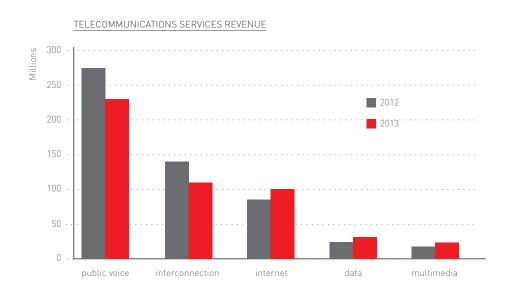
# and corporate segments

The consolidated revenue from telecommunications services in 2013 reflect the image of unfavorable market trends caused by growing unemployment and the decrease of business activity, and is directly linked with the business activity pertaining to target market groups where OT is accruing revenue. At the same time, regulatory changes lead to the decrease of interconnection unit prices, which in turn lead to decreased interconnection revenue.

In 2013, Optima has recorded an **8.5%** decrease in consolidated telecommunications revenue to HRK **497.3** million.

The **16.3%** revenue decrease has been recorded in the voice service segment, which amount to HRK **229.8** million at the end of 2013.

At the same time, the revenue from other non-voice services are showing a **22.4%** increase, to the amount of HRK **157.1** million. The biggest increase of **37.5%** was recorded in the multimedia services revenue, then **31.1%** in data services revenue and **16.8%** in Internet service.



# **Residential user segment**

Due to regulatory changes in 2013, the user base increase in landline networks is mostly based on wholesale services, which ensured market expansion beyond the reach of own network (ULL).

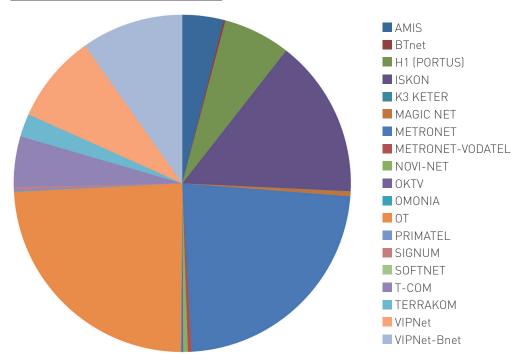
Results of these changes can be tracked through the increase in revenue and the number of users based on wholesale services.

The number of landline users has recorded an increase at the end of 2013 in the following segments:

- Broadband Internet access, by 7.8%
- Digital television (IPTV), by 17.0%

Based on data available to the public concerning carrier-to-carrier migration (CADB) of the Croatian Post and Electronic Communications Agency (HAKOM), that records the status of each transaction during the carrier-to-carrier migration process on a daily basis, and contains the data necessary to route the call towards the migrated number, it is evident that Optima is by far the most successful landline telecommunications services provider when it comes to carrier-to-carrier migration.





Source: HAKOM

# **Corporate segment**

The unfavorable market trends had a strong impact on the revenue in the corporate segment. Despite the particularly unfavorable trends and activities by the competition, revenue faced only a slight decrease of **1.5**%.

The greatest impact on revenue decrease in the corporate segment pertains to revenue from the middle market segment, while the revenue from large corporate users showed an increase.

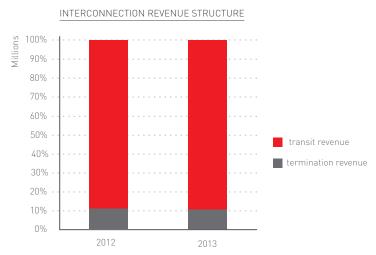
In 2013, Optima telekom participated in over 60 public tenders, bidding to provide telecommunications services.

# **Wholesale**

Optima is interconnected with 28 international operators, 3 national mobile network operators, and 20 national fixed network operators.

Interconnection revenues in 2013 have reached **110,3** mil kn, which is **21,7%** decrease compared to 2012. Revenue decrease in 2013 is mostly due to regulatory decrease of termination prices to mobile networks, which has at the same time, caused significant decrease (26,3%) of the total interconnection costs. Total number of transit minutes trough Optima Telekom network has increased by 2,9%.

In the data wholesale segment, the revenues in 2013 have increased by 33,8%, mostly due to increased cooperation with several customers and successful realization of infrastructure projects.



#### Source: Optima business records

# Earnings before interest, taxation and depreciation - EBITDA

In 2013, the consolidated EBITDA of the core business improved by HRK 74,8 million compared to 2012 and amounts to HRK **101.6** million, while in the last quarter of 2013 it improved by HRK 73,6 million and amounts to HRK **40.2** million.

EBITDA result improvement is based on restructuring commenced according to the financial and operative restructuring plan in the pre-bankruptcy settlement procedure.

# **Earnings before taxation - EBT**

The achieved consolidated EBT in 2013 amounts to HRK **-34.8** million, which is a better result by **66.7**% compared to 2012, while in the last quarter of 2013 a positive EBT of HRK **23.9** million has been achieved.

Given that depreciation is strictly an accounting category, amounting to HRK 75.4 million, we can say that a positive cash flow has been achieved during the course of business in 2013.

# **Capital investments in 2013**

Consolidated capital investments amounted to HRK 86.5 million in 2013, out of which HRK **16.0** million was invested in the development of the access optical network, collocations network expansion, user equipment for IPTV, as well as the corporate users' connection equipment. HRK 10.4 have been invested into the core network, which were mostly used to further expand the core network to the 10G technology, while HRK 55.9 million have been invested into the telecommunications center, mostly for providing IPTV service.

	2013 (kn)	udio %
General investments	4.231.222	5%
Capital technical investments	82.242.178	95%
Access network	15.963.393	18%
Core network	10.418.567	12%
Telecommunications center	55.860.218	65%
TOTAL	86.473.400	100%

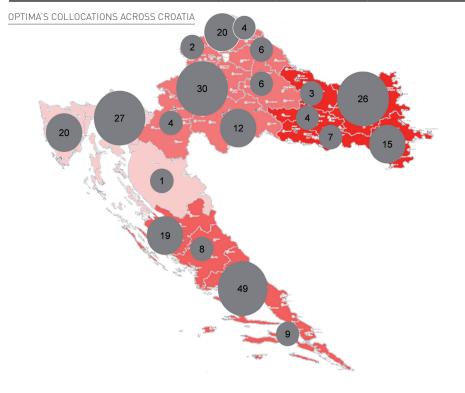
# Infrastructural development

In accordance with the own infrastructure development plan for 2013, collocatons have been erected in Zagreb (Bogdani), Samobor (Samobor Istok), Šibenik (Šubićevac), Pula (Stoja2), Trogir (Čiovo) and Rijeka (Strmica), where the local loop length is decreasing, thus increasing the quality of broadband internet access. In the first half year period, the optimization of nodes has been carried out, primarily by way of decreasing the number of nodes leased from Croatian Railroads, which lead to a significant decrease of costs.

The total number of active collocations by the end of the third quarter is 282.

In the years to come, the development strategy puts emphasis on a strong expansion of the local optical network, intended to provide access to users throughout Croatia. In the same vein, the erection of new collocations is planned, as well as expanding the existing collocations enabling the admission of new users.

COUNTY	REGION	PAIR CABLING TOTAL	PAIR CABLING WITHIN REACH
SPLITSKO-DALMATINSKA	SOUTH	134532	75605
ISTARSKA	WEST	83186	46411
ZADARSKA	SOUTH	57677	31507
CITY OF ZAGREB	NORTH	273123	147655
OSJEČKO-BARANJSKA	EAST	90513	48497
ŠIBENSKO-KNINSKA	SOUTH	39848	20210
PRIMORSKO-GORANSKA	WEST	122230	60174
SISAČKO-MOSLAVAČKA	NORTH	53838	25542
VARAŽDINSKA	NORTH	50057	23642
DUBROVAČKO-NERETVANSKA	SOUTH	46523	21065
ZAGREBAČKA	NORTH	101105	40375
BJELOVARSKO-BILOGORSKA	NORTH	35292	13082
VUKOVARSKO-SRIJEMSKA	EAST	52824	18512
BRODSKO-POSAVSKA	EAST	44192	15270
KOPRIVNIČKO-KRIŽEVAČKA	NORTH	32374	10963
KARLOVAČKA	NORTH	42198	14012
POŽEŠKO-SLAVONSKA	EAST	22276	6114
VIROVITIČKO-PODRAVSKA	EAST	25035	6371
MEÐIMURSKA	NORTH	30941	5158
LIČKO-SENJSKA	WEST	19141	2877
KRAPINSKO-ZAGORSKA	NORTH	39699	5667
TOTAL		1,396,604	638,709



# **Optical network**

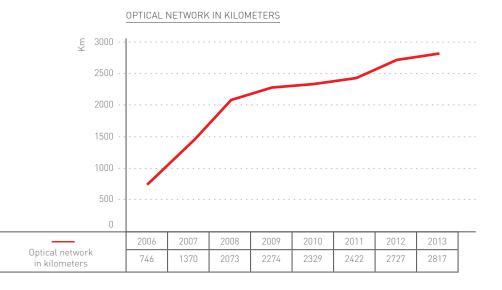
Along with the erection of new collocations, infrastructural development necessarily requires the construction of own optical network. During the third quarter of 2013, the optical network construction mainly consisted of regular construction of optical feeds to our end users. Here we can point out the connection for the Ministry of Justice and VIPNet.

The overall length of constructed optical feeds and sections is 70.7% shorter compared to the same period in 2012 (89.7 km in 2013 compared to 307.7 km in 2012), considering there was no significant construction of optical sections, particularly inter-city sections, but such construction is anticipated in 2014.

In numbers, we are talking about **89.7** km of new optical network, or **258** new feeds. Comparing overall lengths, this is a **3.19** % expansion of the optical network compared to the construction level established at the end of 2013 (**2,817** km compared to the **2,727** km constructed by the end of 2013).

The overall length of constructed optical feeds and sections is shorter compared to the same period of 2013 considering that there was no significant construction of optical sections in this period, primarily city access sections and inter-city sections. The largest quantity of feeds and sections was constructed in Region North (40.4 km), followed by Region West (19.9 km), Region South (19.2) and Region East (10.2 km).

In the final quarter of 2013, **28.1** km of new optical network has been constructed, meaning **104** new feeds. Comparing overall lengths, this is a **1** % expansion of the optical network compared to the construction level established at the end of the third quarter of 2013 (**2,817** km compared to the **2,789** km constructed by the end of the third quarter of 2013). The largest quantity of feeds and sections was constructed in Region North (13.9 km), followed by Region West (5.5 km), Region South (4.8) and Region East (3.9 km).



# **Affiliated entities**

Optima Direct d.o.o., Optima telekom d.o.o., Koper and Optima telekom za upravljanje nekretninama i savjetovanje d.o.o., with suspended business activities also form part of the Group. All three companies are wholly owned by Optima.

Within its scope of business, Optima Direct handles important business functions for Optima's residential segment. These functions pertain to customer care processes, residential (field) sales, as well as services to third parties.

Customer care entails the operation of the contact center organized at two separate locations in Zagreb and Osijek. Apart from the usual contact center functions, the employees of Optima Direct handle the backoffice duties for Optima as well. The EN 15838 standard is a new European standard setting requirements for contact center services, and Optima Telekom's contact center is the first in the region to comply with the requirements posed by this standard. The certification audit of Optima's contact center has been carried out by SGS Group, the world's leading company for inspection, verification, testing and certification.

Residential sales is one of the main features of Optima Direct's business having a direct positive effect on the business results of Optima. By developing this segment in particular, we have ensured a continuous intake of new contracts and decreased the dependency on the somewhat unreliable market of indirect partners.

It should be emphasized that Optima direct continues to work on the development of processes and applications useful not only to Optima, but to other business partners of Optima Direct as well. Highly skilled and trained employees of Optima Direct guarantee the quality of the all-inclusive contact center service in the Croatian market. One of the main reasons to migrate a part of the employees into the subsidiary is the development of BPO¹, which has been recognized as a potential model of expanding the company's business and cost optimization at Group level. In this vein, Contact center (infodesk, help desk), Telemarketing, Telesales, Direct mailing, Door2Door sales services are offered to a wider market.

In the first quarter of 2013 Optima Direct has changed its Board of Directors, and Damir Cincar, who previously held the position of consultant for the Board of Directors at Optima Telekom, has been appointed as the sole Director.

<sup>&</sup>lt;sup>1</sup> BPO- Business process outsourcing-the growing trend of transferring business functions to external service providers in order to decrease business costs.

# **Regulatory environment**

The Croatian Post and Electronic Communications Agency (hereinafter: HAKOM) continued to regulate the electronic communications market in this reporting period as well. In doing so, in line with its own cost model, HAKOM completed the procedure of determining the monthly charge for unbundled access to the local copper loop by setting the maximum charge for HT in the amount of HRK 57.30 a month, where the stated monthly charge may not lead to a margin squeeze at retail level.

Based on the cost model, HAKOM also calculated the prices of call termination and origination in fixed networks. The application of the cost oriented price for call termination determined pursuant to the "LRIC pure" method has been postponed until 01.01.2015 due to HT having to bear maintenance costs for the PSTN and NGN networks at the same time. Until then, the existing prices of call termination into HT network will decrease in linear progression every six months. As for the call origination price, the same is determined through the application of the "LRAIC+" method, according to which, apart from the traffic realized through one service, other costs are considered (joint network costs, combined network and general costs) and in order for HT to be able to recover these costs, HAKOM has increased the price of call origination, but postponed its application for the very same reason as for the termination price, until 01.01.2015. with the existing price to decrease in linear progression every six months.

Being the competent regulatory body, it is evident that HAKOM greatly influenced the electronic communications market in 2013.

During regular market analyses, HAKOM has rendered final decisions in the call origination and termination in fixed networks market, call termination in a specific mobile network market, wholesale access to network infrastructure at a fixed location market and the wholesale broadband access market, and after the second round of market analyses, regulatory obligations for all carriers with significant market strength were kept in force. For the first time, market regulation has been alleviated in order to support investment into the construction of optical network in areas with little commercial interest for access network investments, so HAKOM alleviated regulatory obligations imposed on HT in the retail broadband Internet access market in territories of little commercial interest (the so-called regulated area type 2) with a simultaneous abolition of HT's obligation to replicate promotional offers for services based on FTTH technology at wholesale level. At the same time, HAKOM prolonged the payment deadlines for invoices issued by foreign carriers possessing significant market strength for the use of regulated wholesale services, from 30 to 60 days, starting from the date of receipt of

the invoice. Additionally, quotas were introduced for the first time allowing HT to realize the wholesale service to the user carrier beyond the proscribed deadline, so that HT is obliged to realize the average daily request quota + 20% within the proscribed deadline, and the remainder within an additional time frame. Furthermore, HT is not allowed to charge any monthly charges based on the access of user carriers through their own access lines to the HT access point, and the method of calculating delay charges in the realization of wholesale services has been modified.

By virtue of HAKOM's decision, new prices have been set for the wholesale broadband access based on ADSL/VDSL technologies, as well as for additional virtual channels for the VoIP and IPTV service and monitoring user equipment through ADSL/VDSL access.

In the reporting period to come, a significant impact on the company's business is anticipated, through the improvement of terms of using wholesale broadband access services and unbundled local loop.

As for the relevant legislation, emphasis should be put on the amendments of the Electronic Communications Act in the part determining the application of significantly lower prices of roaming communication services, while certain provisions of the Act have entered into force upon accession to the EU, making the regulatory framework additionally aligned with the acquis. As for legislation in other fields of law having a direct impact on the company's business, in this reporting period the Financial Operations and Pre-bankruptcy Settlement Act and the Public Procurement Act have been amended. By virtue of the amendments to the Public Procurement Act, tenderers undergoing pre-bankruptcy settlement have been allowed to participate and not be excluded, provided they settled their tax and other proscribed liabilities incurred after the opening of the pre-bankruptcy settlement procedure because the very purpose of the act regulating the pre-bankruptcy settlement procedure is to "heal" the economic operator. At the same time, the threshold for procurement falling within the scope of the Public Procurement Act has been elevated, up to HRK 200,000.00 for services, which will influence the company's business in subsequent periods.

# **Corporate governance**

There were no changes in the company's governing bodies.

# Statement of the Persons in Charge of Financial Statements

In accordance with Article 410 of the Capital Market Act and in light of the HANFA opinion of October 21, 2010, the members of the Board of Directors, Mr. Matija Martić as Chairman of the Board, Mr. Goran Jovičić, as Member of the Board and Ms. Jadranka Suručić, as Member of the Board, jointly declare that, to the best of their knowledge, financial statements for the reporting period have been prepared in accordance with applicable standards of financial reporting and that they contain an overall and true presentation of assets and liabilities, losses and profits, financial status and operation of the companies included in consolidation.

The provisional unaudited annual financial report contains a true presentation of development, results and position of Optima Telekom and its subsidiaries, as well as a description of the most significant risks and uncertainties which the group is exposed to.

OT-Optima Telekom d.d.

The Board drafted and gave the report for the fourth quarter of 2013 within the provisional unaudited annual financial report. Therefore, certain deviations may appear compared to the audited annual report to be drafted and published by the company within the proscribed deadline.

The Management Board would like to emphasize that the above report contains certain statements on future events relative to the financial status, electronic communications market trends, results of activities the company and the group are currently undertaking with the purpose of improving their position on the market. The said statements are based on the best of knowledge and expectations at present, but cannot represent any quarantee of their realization.

The Supervisory Board declares that it accepts the unaudited provisional consolidated annual financial report in full and confirms that in 2013, the Board of Directors acted in line with relevant legislation and statutory powers.

Additional information and significant changes have been made available by the company at its website: www.optima.hr/investitori.hr

# Optima Telekom d.d. and subsidiaries

# Consolidated financial Statements as of 31 December 2013

Enclosure 1				
Reporting period:	1 Jan 2013 to	31 Dec 2013		
Quarterly Financial Report-TFI-POD				
Tax Number (MB): 0820431	1			
<u> </u>	_			
Registration Number (MBS): 040035070	J			
Personal Identification 36004425025 Number (OIB):	J			
Issuer: OT-OPTIMA TELEKOM	d.d.			
Postal Code and Location: 10010	BUZIN			
Street and number: BANI 75A				
e-mail address: info@optima.hr				
Internet address: www.optima.hr				
and name for municipality/city 133				
Code and name for county 21		Number of employees 424		
Consolidated Report YES		(at the year's end) Business activity code: 6110		
Entities in consolidation (according to IFRS)  I	Registered seat:	Tax number (MB):		
OPTIMA DIRECT d.o.o	Buje	03806014		
OPTIMA TELEKOM d.o.o	. Koper, Republika Slovenija	02236133		
OPTIMA TELEKOM za upravljanje nekretninama savjetovanje d.o.o		21017859228		
	1			
	1			
_				
Book-keeping firm				
Contact person Svetlana Kundović	: ima anala na hantalu)			
(unosi se samo prezime Telephone <b>01/5492 027</b>		01/5492 019		
e-mail address svetlana.kundovic@o	ptima-telekom.hr			
Surname and name MATIJA MARTIĆ, JADI	RANKA SURUČIĆ			
(osoba ovlaštene za zas				
Documents for publication				
Financial Statements (balance sheet, pr and notes	ofit and loss account, cash flow statement, chang	e in capital statement		
Management report		11.		
Statements for persons responsible for or o		Just		
ټېزنې	ma Telekom d.d. ZAGREB (sig	nature of authorized person)		

# PROFIT AND LOSS ACCOUNT

for the period from 01 Jan 2013 to 31 Dec 2013

Issuer: OT - Optima Telekom d.d.

Item	Previous  Cumulative  3  561.971.034  551.441.429  10.529.605  591.185.221  0  414.630.756  2.896.325  661.278	Quarter 4 124.386.187 116.995.695 7.390.492 172.019.794 0 88.531.089	504.592.289 7.693.451 486.067.881	Quarter 6 119.171.184 117.104.504 2.066.680
I. OPERATING INCOME (112+113)	3 561.971.034 551.441.429 10.529.605 591.185.221 0 414.630.756 2.896.325	4 124.386.187 116.995.695 7.390.492 172.019.794	5 512.285.740 504.592.289 7.693.451 486.067.881	6 119.171.184 117.104.504 2.066.680
I. OPERATING INCOME (112+113)	561.971.034 551.441.429 10.529.605 591.185.221 0 414.630.756 2.896.325	124.386.187 116.995.695 7.390.492 172.019.794	512.285.740 504.592.289 7.693.451 486.067.881	119.171.184 117.104.504 2.066.680
1. Sales income       112         2. Other operating income       113         II. OPERATING EXPENSES (115+116+120+124+125+126+129+130)       114         1. Changes in the value of inventories of ongoing production and finished goods       115         2. MATERIAL COSTS (117 do 119)       116         a) Costs of raw material and supplies       117         b) Costs of goods sold       118         c) Other external costs       119         3. Staff costs (121 do 123)       120         a) Net salaries and wages       121	551.441.429 10.529.605 591.185.221 0 414.630.756 2.896.325	116.995.695 7.390.492 172.019.794 0	504.592.289 7.693.451 486.067.881	117.104.504 2.066.680
II. OPERATING EXPENSES (115+116+120+124+125+126+129+130)	591.185.221 0 414.630.756 2.896.325	172.019.794 0	486.067.881	
1. Changes in the value of inventories of ongoing production and finished goods       115         2. MATERIAL COSTS (117 do 119)       116         a) Costs of raw material and supplies       117         b) Costs of goods sold       118         c) Other external costs       119         3. Staff costs (121 do 123)       120         a) Net salaries and wages       121	0 414.630.756 2.896.325	0		112 704 570
2. MATERIAL COSTS (117 do 119)       116         a) Costs of raw material and supplies       117         b) Costs of goods sold       118         c) Other external costs       119         3. Staff costs (121 do 123)       120         a) Net salaries and wages       121	414.630.756 2.896.325	-		113.784.570
a) Costs of raw material and supplies       117         b) Costs of goods sold       118         c) Other external costs       119         3. Staff costs (121 do 123)       120         a) Net salaries and wages       121	2.896.325	88.531.089	0	(
b) Costs of goods sold 118 c) Other external costs 119 3. Staff costs (121 do 123) 120 a) Net salaries and wages 121			338.511.068	61.560.628
c) Other external costs       119         3. Staff costs (121 do 123)       120         a) Net salaries and wages       121	661.278	685.503	2.333.626	610.75°
3. Staff costs (121 do 123)       120         a) Net salaries and wages       121		-12.864.061	1.932.240	478.29
a) Net salaries and wages 121	411.073.153	100.709.647		60.471.58
,	51.601.871	12.888.436		13.736.80
b) Expenses of taxes and contributions from salaries	28.912.076	7.270.984		7.865.84
, · ·	15.628.208	3.918.089		4.060.74
c) Contributions to salaries	7.061.587	1.699.363		1.810.21
4. Amortization 124	55.982.253	14.239.457	ł	34.816.37
5. Other costs 125	12.053.545	3.421.119		1.193.46
6. Value adjustment (127+128)  126	54.616.626	50.639.523	3.286.006	ļ
a) fixed assets (apart from financial assets)  127	49.033.883	49.033.883	0	1
b) current assets (apart from financial assets)  128	5.582.743	1.605.640		0.477.00
7. Provisions 129	2.300.170	2.300.170	2.477.299	2.477.29
8. Other operating expenses 130	7 400 270	-2.985.336	0.534.003	0.404.00
III. FINANCIAL INCOME (132 through 136)	7.108.279	-2.985.336	8.524.893	2.161.62
1. Intersts income, foreign exchange gains, dividends and other income related to affiliated undertakings	0	0	0	(
2. Intersts income, foreign exchange gains, dividends and other income related to unaffiliated undertakings and other persons	7.108.279	-2.985.336	8.524.893	2.161.62
3. Income from affiliated undertakings and participating interests 134	0	0	0	(
4. Unrealized income of the financial assets 135	0	0	0	(
5. Other financial income 136	0	0	0	(
IV. FINANCIAL EXPENSES (138 do 141) 137	82.501.184	25.328.796	59.425.441	-22.950.77
1. Interest, foreign exchange differences and other expenses related to affiliated undertakings	0	0	0	(
Interest, foreign exchange differences and other expenses related to unaffiliated undertakings and other persons	82.501.184	25.328.796	59.425.441	-22.950.77
3. Unrealized losses (expenses) of the financial assets	0	0	0	(
4. Other financial expenses 141	0	0	0	(
V. SHARE IN PROFIT OF AFFILIATED UNDERTAKINGS 142		0	0	(
VI. SHARE IN LOSS OF AFFILIATED UNDERTAKINGS 143		0	0	(
VII. EXTRAORDINARY - OTHER INCOME 144		0		
VIII. EXTRAORDINARY - OTHER EXPENSES 145		0		6.581.58
IX. TOTAL INCOME (111+131+142 + 144) 146	569.079.313	121.400.851	520.810.633	121.332.80
X. TOTAL EXPENSES (114+137+143 + 145) 147	673.686.405	197.348.590		97.415.38
XI. PROFIT / LOSS BEFORE TAXATION (146-147) 148	-104.607.092	-75.947.739		23.917.42
1. Profit before taxation (146-147) 149	0	0		23.917.42
2. Loss before taxation (147-146) 150	104.607.092	75.947.739		
XII. PROFIT TAX 151	285.427	285.427		245.30
XIII. PROFIT / LOSS OF THE PERIOD (148-151)	-104.892.519	-76.233.166		23.672.12
1. Profit of the period (149-151) 153	0			
2. Loss of the period (151-148) 154	104.892.519	76.233.166	35.047.340	(
ANEX TO P&L (to be filled in by entrepreneur submitting consolidated financial report)		Г		Г
XIV. PROFIT OR LOSS OF THE CURRENT PERIOD				<del>                                     </del>
1. Assigned to the holders of parent company's capital 155	-104.892.519	-76.233.166		23.672.12
Assigned to minority interest	0	0		<u> </u>
	101 000 510	-76.233.166	05.047.040	00.070.40
I. PROFIT / LOSS OF THE PERIOD (= 152)         157           II. OTHER COMPREHENSIVE INCOME / LOSS BEFORE TAX (159 do 165)         158	-104.892.519 0	-76.233.166		23.672.12
II. OTHER COMPREHENSIVE INCOME / LOSS BEFORE TAX (159 do 165)  1. Exchange differences on translating foreign operations  159	0	0		<b> </b>
2. Changes in revalorization reserves of fixed and intangible assets 160	0	0		-
3. Profit or loss from revaluation of financial assets available for sale 161	0	0		<b> </b>
4. Profit or loss on effective cash flow protection 162	0	0		<b> </b>
5. profit or loss on effective hedge of a net foreign investment 163	0	0		
	0	0		
	0	0		
6. Share of other comprehensive income / loss of associated companies 164	111			
6. Share of other comprehensive income / loss of associated companies 164 7. Actuarial income / loss on defined benefit plans 165		. 0	1	-
6. Share of other comprehensive income / loss of associated companies 164 7. Actuarial income / loss on defined benefit plans 165 III. COMPREHENSIVE INCOME TAX 166	0	0	0	,
6. Share of other comprehensive income / loss of associated companies 164 7. Actuarial income / loss on defined benefit plans 165	0	0	_	
6. Share of other comprehensive income / loss of associated companies 164 7. Actuarial income / loss on defined benefit plans 165 III. COMPREHENSIVE INCOME TAX 166 IV. OTHER COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (158-166) 167 V. COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (157+167) 168 ANEX to other comprehensive income statement (to be filled in by entrepreneur submitting consolidated	0 0 -104.892.519	-76.233.166	_	23.672.12
6. Share of other comprehensive income / loss of associated companies  7. Actuarial income / loss on defined benefit plans  165  III. COMPREHENSIVE INCOME TAX  166  IV. OTHER COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (158-166)  167  V. COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (157+167)  168  ANEX to other comprehensive income statement (to be filled in by entrepreneur submitting consolidated VI. COMPREHENSIVE INCOME / LOSS FOR THE PERIOD	0 0 -104.892.519 financial repo	0 -76.233.166 ort)	-35.047.340	23.672.12
6. Share of other comprehensive income / loss of associated companies  7. Actuarial income / loss on defined benefit plans  165  III. COMPREHENSIVE INCOME TAX  166  IV. OTHER COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (158-166)  7. COMPREHENSIVE INCOME / LOSS FOR THE PERIOD (157+167)  168  ANEX to other comprehensive income statement (to be filled in by entrepreneur submitting consolidated)	0 0 -104.892.519	0 -76.233.166 ort)	-35.047.340 -35.047.340	23.672.12

# **BALANCE SHEET**

as at 31 Dec 2013

Issuer: OT - Optima Telekom d.d.			
Item	EDP#	Previous period	Current period
1	2	3	4
ASSETS			
A) SUBSCRIBED CAPITAL UNPAID	001	0	0
B) FIXED ASSETS (003+010+020+029+033)	002	397.633.543	408.704.653
I. INTANGIBLE ASSETS (004 through 009)	003	20.876.030	51.431.879
1. Development expenses	004	0 070 000	54 404 070
2.Concessions, patents, licences, goods and services trademarkas, software and other rights	005	20.876.030	51.431.879
3. Goodwill	006	0	0
Advances for procurement of intangible assets     Intangible assets in preparation	007	0	0
Thangible assets in preparation     Other intangible assets	800	0	0
II. TANGIBLE ASSETS (011 through 019)	009		050.747.744
1. Land	010	373.193.013	353.717.714 23.269
2. Building objects	011 012	23.269 21.478.201	20.671.141
S. Facilities and equipment	012	340.766.940	
Tools, production inventory and transport assets	013	1.052.514	321.907.832 1.660.667
Tools, production inventory and transport assets     Biological assets	015	1.052.514	1.000.007
6. Advances for tangible assets	016	0	0
7. Tangible assets in preparation	017	9.087.578	8.640.361
8. Other tangible assets	017	46.822	46.822
Real estate investments	019	737.689	767.622
III. FIXED FINANCIAL ASSETS (021 through 028)	020	3.564.500	3.555.060
Shares (stock) in affiliated enterpreneurs	020	3.304.300	3.333.000
Loans granted to affiliated enterpreneurs	021	0	0
3. Participating interests (shares)	022	35.000	35.000
Loans given to entrepreneurs with participating interests	023	05.000	00.000
Securities investments	025	0	0
6. Granted loans, deposits and such	026	3.529.500	3.520.060
7. Own stocks and shares	027	0.020.000	0.020.000
8. Other fixed financial assets	028	0	
IV. RECEIVABLES (030 through 032)	029	0	0
Receivables from affiliated enterpreneurs	030	0	0
Receivables pertaining to sale on credit	031	0	0
3. Other receivables	032	0	0
V. DEFERRED TAX ASSETS	033	0	0
C) CURRENT ASSETS (035+043+050+058)	034	85.467.994	156.924.659
I. INVENTORY (036 do 042)	035	1.283.214	1.343.689
Raw material and supplies	036	0	0
2. Ongoing produciton	037	0	0
3. Finished products	038	0	0
4. Trading goods	039	1.283.214	1.343.689
5. Inventory advances	040	0	O
6. Assets intended for sale	041	0	0
7. Biological assets	042	0	0
II. RECEIVABLES (044 do 049)	043	81.776.725	86.408.756
Receivables from affiliated enterpreneurs	044	0	0
2. Receivables from buyers	045	79.809.127	84.616.921
Receivables from participating enterpreneurs	046	0	0
Receivables from employees and members of the enterpreneur	047	39.010	40.629
5.Receivables from the state and other institution	048	828.515	470.425
6. Other receivables	049	1.100.073	1.280.781
III. CURRENT FINANCIAL ASSETS (051 through 057)	050	588.199	1.248.272
Shares (stock) in affiliated enterpreneurs	051	0	
Loans granted to affiliated enterpreneurs	052	0	C
Participating interests (shares)	053	0	0
Loans given to entrepreneurs with participating interests	054	0	C
5. Securities investments	055	0	
6. Granted loans, deposits and such	056	588.199	1.248.272
7. Other financial assets	057	0	C
IV. CASH IN BANK AND REGISTER	058	1.819.856	67.923.942
D) PREPAYMENTS AND ACCRUED INCOME	059	50.495.031	38.196.344
E) TOTAL ASSETS (001+002+034+059)	060	533.596.568	603.825.656
F) OFF-BALANCE RECORDS	061	1.035.973.548	1.724.426.416

LIABILITIES			
A) CAPITAL AND RESERVES (063+064+065+071+072+075+078)	062	-591.569.657	-624.905.376
I. BASE (registered) capital	063	28.200.700	28.200.700
II. CAPITA RESERVES	064	194.354.000	194.354.000
III. PROFIT RESERVES (066+067-068+069+070)	065	0	0
1. Legal reserves	066	0	0
2. Own stock reserves	067	0	0
3. Own stocks and shares (deductable item)	068	0	0
4. Statutory reserves	069	0	0
5. Other reserves	070	0	0
IV. REVALORIZATION RESERVES	071	0	0
V. RETAINED EARNINGS OR LOSS CARRIED FORWARD (073-074)	072	-709.231.838	-812.412.736
Retained earnings	073	0	0
2. Loss carried forward	074	709.231.838	812.412.736
VI. PROFIT OR LOSS OF THE YEAR (076-077)	075	-104.892.519	-35.047.340
1. Profit of the year	076	0	0
2. Loss of the year	077	104.892.519	35.047.340
VII. MINORITY INTEREST	078	0	0
B) PROVISIONS (080 through 082)	079	2.300.170	2.477.299
Provisions for pensions, severance payments amd similar obligations	080	2.300.170	2.477.299
2. Provisions for tax liabilities	081	0	0
3. Other provisions	082	0	0
C) FIXED LIABILITIES (084 through 092)	083	541.604.388	14.736.632
Liabilities towards affiliated enterpreneurs	084	0	0
2. Liabilities for loans, deposits and similar	085	24.398.088	13.773.674
3. Liabilities towards banks and other financial institutions	086	515.740.929	0
4. Liabilities for advances	087	0	0
5. Liabilities towards suppliers	088	0	0
6. Liabilities as per securities	089	0	0
7. Liabilities towards entrepreneur with participating interests	090	0	0
8. Other fixed liabilities	091	0	0
9. Deferred tax liabilities	092	1.465.371	962.958
D) CURRENT LIABILITIES (094 do 105)	093	515.812.521	1.184.462.141
Liabilities towards affiliated enterpreneurs	094	0	0
Liabilities for loans, deposits and similar	095	7.083.572	2.902.951
Liabilities towards banks and other financial institutions	096	27.011.275	599.113.937
4. Liabilities for advances	097	7.452.575	0
5. Liabilities towards suppliers	098	195.123.259	272.537.309
6. Liabilities as per securities	099	269.413.750	293.687.500
7. Liabilities towards entrepreneur with participating interests	100	0	0
8. Liabilities towards employees	101	2.539.882	2.786.048
Liabilities for taxes, contributions and similar levies	102	6.947.494	13.363.294
10. Liabilities as per share in results	103	0	0
11. Liabilities as per longterm assets intended for sale	104	0	0
12. Other current liabilities	105	240.714	71.102
E) DEFERRED SETTLEMENT OF CHARGES AND INCOME OF FUTURE PERIOD	106	65.449.146	27.054.960
F) TOTAL – LIABILITIES (062+079+083+093+106)	107	533.596.568	603.825.656
G) OFF – BALANCE RECORDS	108	1.035.973.548	1.724.426.416
ANNEX TO THE BALANCE SHEET (to be filled in by entrepreneur submitting consolidated	financial report)		
A) CAPITAL AND RESERVES			
Assigned to the holders of parent company's capital	109	-486.678.809	-624.905.376
Assigned to minority interest	110	0	
Note 1 capacity the balance sheet to be filled in by entrepreneur submitting cornelidated financial report		-	

Note 1.: anex to the balance sheet to be filled in by entrepreneur submitting consolidated financial report

# **CASH FLOW STATEMENT - Indirect method**

in the period from 01 Jan 2013 to 31 Dec 2013

in the period from 01 Jan 2013 to 31 De Issuer: OT - Optima Telekom d.d.	c 2013		
		T	
Item	EDP	Previous period	Current period
1	2	3	4
CASH FLOW FROM OPERATING ACTIVITIES		1	
Profit before taxation	001	-53.565.213	-35.047.340
2. Depreciation	002	55.690.275	75.392.850
3. Increase of short-term liabilities	003	95.403.458	100.727.579
4. Decrease of short-term receivables	004	1.937.205	С
5. Decrease of inventories	005	517.014	С
6. Other increase of cash flow	006	29.922.867	12.485.256
I. Total increase of cash flow from operating activities (001 through 006)	007	129.905.606	153.558.345
Decrease of short-term liabilities	008	0	(
Increase of short-term receivables	009	0	4.632.031
3. Increase of inventories	010	0	60.475
4. Other decrease of cash flow	011	4.029.368	37.342.638
II. Total decrease of cash flow from operating activities (008 through 011)	012	4.029.368	42.035.144
A1) NET INCREASE OF CASH FLOW FROM OPERATING ACTIVITIES (007-012)	013	125.876.238	111.523.201
A2) NET DECREASE OF CASH FLOW FROM OPERATING ACTIVITIES (012-007)	014	0	0
CASH FLOW FROM INVESTMENT ACTIVITIES			
Cash receipt from sale of tangible and intangible assets	015	0	0
2.Cash receipt from sale of ownership and debt instruments	016	0	0
Cash receipt from interest rates	017	0	0
4. Cash receipt from dividends	018	0	0
Other cash receipts from investment activities	019	0	0
III. Total cash receipts from investment activities (015 through 019)	020	0	0
Cash expenditure for buying tangible and intangible fixed assets	021	50.946.494	86.473.400
Cash expenditure for acquiring ownership and debt financial instruments	022	0	0
3. Other expenditures from investment activities	023	0	0
IV. Total cash expenditures from investment activities (021 through 023)	024	50.946.494	86.473.400
B1) NET INCREASE OF CASH FLOW FROM INVESTMENT ACTIVITIES (020-024)	025	0	C
B2) NET DECREASE OF CASH FLOW FROM INVESTMENT ACTIVITIES (024-020)	026	50.946.494	86.473.400
CASH FLOW FROM FINANCIAL ACTIVITIES	1 020		
Cash receipt from issuing of ownership and debt financial instruments	027	0	0
Cash receipt from loan principal, debentures, loans and other borrowing	028	0	41.054.285
Other receipt from financial activities	029	0	11.001.200
V. Total cash receipt from financial activities (027 through 029)	030	0	41.054.285
Cash expenditure for the payment of loan principal and bonds	031	74.504.422	11.001.200
Cash expenditure for the payment of dividend	032	0	
Cash expenditure for financial lease	033	0	
Cash experiordire for infantial lease     Cash expenditure for own shares buy-off	033	0	
Other expenditures from financial activities	035	0	
VI. Total cash expenditure from financial activities (031 through 035)	036	74.504.422	
C1) NET INCREASE OF CASH FLOW FROM FINANCIAL ACTIVITIES (030-036)	037	74.504.400	41.054.285
C2)NET DECREASE OF CASH FLOW FROM FINANCIAL ACTIVITIES (036-030)	038	74.504.422	00.404.000
Total increase of cash flow (013 – 014 + 025 – 026 + 037 – 038)	039	425.322	66.104.086
Total decrease of cash flow (014 – 013 + 026 – 025 + 038 – 037)	040	0	
Cash and cash equivalents at the beginning of the period	041	1.394.534	1.819.856
Increase of cash and cash equivalents	042	425.322	66.104.086
Decrease of cash and cash equivalents	043	0	С
Cash and cash equivalents at the end of the period	044	1.819.856	67.923.942

# **CHANGE IN CAPITAL STATEMENT**

for the period from 1.1.2013 to 31.12.2013

Item	EDP	Previous year	Current year
1	2	3	4
1. Subscribed capital	001	28.200.700	28.200.700
2. Capital reserves	002	194.354.000	194.354.000
3. Profit reserves	003	0	0
4. Retained profit or loss carried forward	004	-709.231.838	-812.412.736
5. Profit or loss of the current year	005	-104.892.519	-35.047.340
6. Revaluation of fixed tangible assets	006	0	0
7. Revaluation of intangible assets	007	0	0
8. Revaluation of financial property available for sale	008	0	0
9. Other revaluation	009	0	0
10. Total capital and reserves (EDP 001 through 009)	010	-591.569.657	-624.905.376
11. Foreign exchange differences from net investments in foreign operations	011	0	0
12. Current and deferred taxes (part)	012	0	0
13. Cash flow protection	013	0	0
14. Changes in accounting policies	014	0	0
15. Correction of significant mistakes from the previous period	015	0	0
16. Other equity changes	016	0	0
17. Total increase or decrease of capital (EDP 011 through 016)	017	0	0
17 a. Assigned to holders of parent company's capital	018	-591.569.657	-624.905.376
17 b. Assigned to minority interest	019	0	0

Items that reduce capital entered with a negative sign
Data under EDP codes 001-009 to be input balance sheet as at date

#### **Notes to the Financial Statements**

According to HANFA's instructions items in balance sheet in the positions of the previous period is 31 December 2012

As a result of indebtedness, insolvency and inliquidity and by the time of publication of this report, in compliance with the Croatian Law on financial business and pre-bankruptcy settlement (NN 108/2012 and 11/2012), Optima has launched a pre-bankruptcy settlement with the goal of operational and financial restructuring of the company. With the implementation of restructuring programme, Optima should become solvent and liquid in subsequent period. Optima obtained the Decision on initiation of pre-bankruptcy settlement proceedings on 11 April 2013, and the hearing for voting on the Financial and Operative Restructuring took place on 5 November 2013 where the plan was adopted by a majority of 94.06% of all creditors. All information regarding the proceedings of prebankruptcy settlement are made public in accordance with the financial business and pre-bankruptcy settlement on the website of Fina. www.fina.hr

#### 1. GENERAL INFORMATION

#### History and incorporation

The company Optima Telekom d.d. (hereinafter: the Company) was established in 1994 as Syskey d.o.o., while its principal operating activity and company name was changed to Optima Telekom d.o.o. on 22 April 2004.

The Company changed its legal status from a limited liability company to a joint stock company in July 2007. The Council of the Croatian Telecommunications Agency isssued a licence for public voice service in fixed networks for the company on 19 November 2004, for a period of 30 years.

#### **Principal Business Activities**

The Company's principal business activity is the provision of telecommunications services to private and business users in the Croatian market. The Company began to provide its telecommunications services in May of 2005.

In its beginnings, Optima Telekom d.d. focused on business users, but soon after starting business operations, it began to aim for the private users market offering quality voice packages.

To its business users, Optima Telekom d.d. offers services of direct access, internet services, as well as voice telecommunication services through its own network and/or migrated previously chosen services. Along with that, the leading services which Optima Telekom d.d. provides to business users is the IP Centrex solution, among the first of this kind in the Croatian market and IP VPN Services. The existing capacities enable Optima Telekomu d.d.to provide services of collocation and hosting. To its large business clients, the Company also offers specifically designed solutions relying on its exceptional skills in the field of IT technology.

On 6 July 2006 OT-Optima Telekom d.d. acquired 100% of interest in Optima Grupa Holding d.o.o., which changed its name to Optima Direct d.o.o., on 23 September 2008.

The main business activities of Optima Direct d.o.o. are trading and providing various services which mainly relate to telecommunications sector.

In August 2008, the Parent Company increased the share capital of Optima Direct d.o.o. by HRK 15.888 i.e. the share capital was increased from HRK 3.328 to HRK 19.216.

As a sole member-founder, the Company established Optima Telekom d.o.o. Kopar, Slovenia, in 2007.

As a sole member-founder, the Company established Optima telekom za upravljanje nekretninama i savjetovanje d.o.o., on 16 Aug 2011, wich currently is not operating

Investments in affiliated companies as on 31 Dec 2013

SubsidiariesShareholdingOptima Direct d.o.o., Croatia100%Optima Telekom d.o.o., Slovenia100%Optima telekom za upravljanje100%nekretninama i savjetovanje d.o.o.100%

Transactions within the group are carried out at fair market terms and conditions.

#### Staff

On 31. Dec 2013 the Company employed 424 employees.

## MANAGEMENT AND SUPERVISORY BOARD

## Management Board of the Company in 2013:

Matija Martić Chairman of the Company

Goran Jovičić Member Jadranka Suručić Member

## Supervisory Board of the Company:

Nada Martić Chairman

Ivan Martić Member and Deputy Chairman

Zrinka Vuković Berić Member Duško Grabovac Member

## **REVIEW OF BASIC ACCOUNTING POLICIES**

#### **Basis of Preparation**

The Financial Statements of the Company have been prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS). Financial Statements have been prepared under the historical cost convention, except for the valuation of certain financial instruments.

#### **Reporting Currency**

The Financial Statements of the Group are presented in Croatian kunas (HRK). The applicable exchange rate of the Croatian currency on 31 Dec 2013 was HRK 7,6376643 for EUR 1 and HRK 5,649000 for USD 1.

#### 112. SALES INCOME

	31 Dec 2013	31 Dec 2012
Public voice services	229.834.842	274.480.768
Interconnection services	110.252.227	140.720.800
Internet services	100.803.291	86.304.302
Data services	32.327.613	24.655.585
Multimedia services	23.986.234	17.448.158
Lease and sale of equipment	4.575.612	3.130.321
Trade agency income	116.121	203.315
Other services	2.696.349	4.427.166
	504.592.289	551.370.415

#### 113. OTHER OPERATING INCOME

	31 Dec 2013	31 Dec 2012
Write off old trade payables	1.492.674	3.021.473
Income from rent - billing system	75.546	12.591
Income from collected penalties etc.	1.787.783	4.064.244
Income from in kind payments	397.813	427.013
Income from assets sale	85.455	0
Income from reversal of value	2.300.171	2.548.088
Other income	1.554.009	456.196
	7.693.451	10.529.605

## 119. OTHER MATERIAL COSTS

	31 Dec 2013	31 Dec 2012
Costs of maintenance	17.202.228	17.846.959
Marketing services	2.030.718	6.703.879
Billing costs	5.449.947	7.338.254
Line lease costs	44.265.203	46.546.326
Intellectual and other services	1.950.405	1.898.760
Utilities	8.824.333	8.888.791
Customer attraction costs	5.544.260	11.295.157
Pair connection fees	61.342.765	61.367.108
Telecommunications costs	176.451.558	239.460.958
Residential sales services	5.437.011	2.630.484
Other costs	5.746.774	7.096.477
	334.245.202	411.073.153

## 120. STAFF EXPENSES

	31 Dec 2013	31 Dec 2012
Net salaries	29.796.286	28.912.076
Taxes and contributions from salaries	15.907.471	15.628.208
Taxes and contributions on salaries	6.939.807	7.061.587
	52.643.564	51.601.871

## 124. AMORTIZATION OF TANGIBLE AND INTANGIBLE ASSETS

	31 Dec 2013	31 Dec 2012
Amortization of intangible assets	25.756.815	6.208.608
Amortization of fixed tangible assets	49.636.035	49.481.667
	75.392.850	55.690.275

## 125. OTHER OPERATING EXPENSES

	31 Dec 2013	31 Dec 2012
Compensations to employees	2.582.996	2.479.309
Representation	1.379.824	1.570.743
Insurance premiums	1.114.514	1.311.866
Bank charges	769.663	2.944.938
Taxes, contributions and membership fees	1.285.444	1.181.999
Costs of sold and written off assets	145.680	70.133
Gifts and sponsorships	514.562	571.355
Unpaid receivables write-offs	3.196.932	0
Other expenses	2.767.479	1.923.202
	13.757.094	12.053.545

Costs reimbursed to employees comprise of daily allowances, overnight accommodation and transport related to business travels, commutation allowance, reimbursement of costs for the use of personal cars for business purposes and similar.

#### **126. VALUE ADJUSTMENT**

	3.286.006	54.616.626
Value adjustment current assets	3.286.006	5.582.743
Value adjustment long term assets	0	49.033.883
	31 Dec 2013	31 Dec 2012

## 131. FINANCIAL INCOME

	31 Dec 2013	31 Dec 2012
Interest income	7.724.131	6.254.439
Foreign exchange gains	800.762	853.839
	8.524.893	7.108.278

# 137. FINANCIAL EXPENSES

	31 Dec 2013	31 Dec 2012
Interest expenses	51.224.317	78.967.915
Fee	272.250	870.450
Foreign exchange losses	7.928.874	2.662.819
	59.425.441	82.501.184

Interest expenses consist of interests accrued on credits, bonds issued by the Company and default interest for untimely settlement of trade payables.

## 145. OTHER EXPENSES

Other expenses refer to restructuring costs due to pre-bankruptcy agreement and other expenses not related to core business

#### 003. INTANGIBLE ASSETS

003. INTANGIBLE ASSETS	CONCESSIONS AND RIGHTS	SOFTWARE	ASSETS IN PROGRESS	TOTAL
PURCHASE VALUE				
As at 01 Jan 2013	8.187.690	82.540.525	0	90.728.215
Additions	54.176.642		2.136.023	56.312.665
Transfer from assets in progress		2.136.023	-2.136.023	0
Disposals and retirements		-1.909.260		-1.909.260
As at 31 Dec 2013	62.364.332	82.767.288	0	145.131.620
VALUE ADJUSTMENT				
As at 01 Jan 2013	1.930.474	67.921.711	0	69.852.185
Amortization of the current year	21.327.869	4.428.946		25.756.815
Disposals and retirements		-1.909.260		-1909260
Amortization as at 31 Dec 2013	23.258.343	70.441.397	0	93.699.740
NET ACCOUNTING VALUE				
As at 31 Dec 2013	39.105.989	12.325.891	0	51.431.880

#### 010. FIXED ASSETS

	LAND	BUILDINGS	PLANT, EQUIPMENT, TOOLS AND PRODUCTION INVENTORY	VEHICLES	WORK OF ARTS	ASSETS IN PROGRESS	LEASEHOLD IMPROVEMENTS	TOTAL
PURCHASE VALUE								
As at 01 Jan 2013	23.269	27.157.396	586.564.547	6.539.345	46.822	9.087.578	4.502.060	633.921.017
Additions			7.552.667	952.725		28.058.232	234.536	36.798.160
Transfer from assets in progress			28.434.249			-28.505.449	71.200	0
Disposals and retirements		-220.360	-9.678.063	-1.292.434				-11.190.857
As at 31 Dec 2013	23.269	26.937.036	612.873.400	6.199.636	46.822	8.640.361	4.807.796	659.528.320
VALUE ADJUSTMENT								
As at 01 Jan 2013	0	5.679.195	245.797.607	5.486.831	0	0	3.764.371	260.728.004
Amortization of the current year		687.052	48.329.271	343.909			275.803	49.636.035
Disposals and retirements		-100.352	-3.161.310	-1.291.771				-4.553.433
Amortization as at 31 Dec 2013	0	6.265.895	290.965.568	4.538.969	0	0	4.040.174	305.810.606
NET ACCOUNTING VALUE								
As at 31 Dec 2013	23.269	20.671.141	321.907.832	1.660.667	46.822	8.640.361	767.622	353.717.714

# 020. LONG-TERM FINANCIAL ASSETS

	31 Dec 2013	31 Dec 2012
Loans to majority shareholder	14.478.158	13.679.275
Loans to third party companies	36.988.703	35.354.609
Long term deposits	3.520.060	3.529.500
	54.986.921	52.563.384
Value adjustment	-51.466.861	-49.033.884
	3.520.060	3.529.500
Participating interests (shares)	35.000	35.000
	3.555.060	3.564.500

Long term deposits comprise of two guarantee deposits with Zagrebačka banka d.d. and they come due on 16 February 2015 and 23 February 2015, respectively.

Participating interests are related to the shares in company Pevec d.d., acquired by uncollected receivables.

Movement of value adjustment of long term assets

 1 January 2013
 49.033.884

 Write off during the year
 0

 Reserved during the year
 2.432.977

 Closing balance
 51.466.861

#### 043. RECEIVABLES

	31 Dec 2013	31 Dec 2012
Trade receivables	84.616.921	79.809.127
Employee receivables	40.629	39.010
Receivables from the state and other institutions	470.425	828.515
Other receivables	1.280.781	1.100.073
	86.408.756	81.776.725

#### 045. TRADE RECEIVABLES

	31 Dec 2013	31 Dec 2012
Domestic trade receivables	102.485.484	99.262.988
Foreign trade receivables	9.689.205	10.986.184
Interests receivables	51.514	2.381
	112.226.203	110.251.553
Value adjustment	-27.609.282	-30.442.426
	84.616.921	79.809.127

#### Movement of value adjustment for doubtful receivables:

	31 Dec 2013
1 January 2013	27.772.069
Write off during the year	-1.783.742
Collected during the year	-1.452.528
Reserved during the year	3.073.483
Closing balance	27.609.282

#### Aging of trade receivables of the Company without interests receivables:

	31 Dec 2013
Undue	50.051.913
Up to 120 days	27.472.814
120-360 days	8.623.307
over 360 days	26.026.654
	112.174.688

## 049. OTHER RECEIVABLES

	31 Dec 2013	31 Dec 2012
Interest receivables	3.449.019	441.471
Advance payments receivables	786.331	989.375
Other receivables	133.532	26.185
	4.368.882	1.457.031
Value adjustment	-3.088.101	-356.958
	1.280.781	1.100.073

# 058. CASH IN BANK AND REGISTER

	31 Dec 2013	31 Dec 2012
Kuna accounts balance	62.671.227	1.042.480
Foreign currency accounts balance	5.230.370	758.752
Cash in register	22.345	18.624
	67.923.942	1.819.856

## 059. PAID EXPENSES FOR FUTURE PERIOD AND UNDUE INCOME PAYMENT

	31 Dec 2013	31 Dec 2012
Differed customer related expenses	23.609.859	32.867.759
Bond issuing expenses	0	796.944
Prepaid expenses	14.586.485	16.830.328
	38.196.344	50.495.031

## 063. SUBSCRIBED CAPITAL

On 24 August 2007, the sole shareholder at that time Mr. Matija Martić paid up the amount of HRK 20 million in the Company's share capital. In that way, the share capital of the Company has been increased from HRK 201 thousand to HRK 20.201 thousand. The Company has undergone transformation from limited liability company to joint stock company. The total number of shares amounted to 2.020.070 of ordinary shares with nominal value of HRK 10 each. The sole shareholder remained Matija Martić.

In December 2007, the Company increased the share capital through initial public offering. The Company issued 800.000 shares with nominal value of HRK 10 each. In this way, the total number of shares has been increased to 2.820.070. By subscribing the new shares, the Company realized capital gain of HRK 194.354 thousand representing the difference between the nominal value and the price determined on the initial public offering.

## At 31 Dec 2013, loss per share is as follows:

 Net result - loss
 35.047.340

 Number of shares
 2.820.070

 Loss per share
 12,43

In the same period last year, loss per share amounted to HRK 37,20

Price of shares realized on the stock exchange within the current quarter (1 Jan - 31 Dec 2013) varied from HRK 5,40(the lowest price) to HRK 8,46 (the highest price). Market capitalization in thousands of HRK on 31Dec 2013 amounted to HRK 21.968 thousand. In the period from January to September 2013 the Company did not buy-out the issued shares i.e. it does not hold treasury shares.

#### Structure of 10 major shareholders as on 31 Dec 2013:

Shareholders	u 000 HRK	%
MARTIĆ MATIJA	18.596	65,94
	18.596	65,94
ZAGREBAČKA BANKA D.D./ZBIRNI SKRBNIČKI RAČUN ZA UNICREDIT BANK		
AUSTRIA AG	1.605	5,69
ZAGREBAČKA BANKA D.D./ZBIRNI SKRBNIČKI RAČUN ZAGREBAČKA BANKA		
D.D./DF	1.355	4,80
SOCIETE GENERALE-SPLITSKA BANKA D.D./ AZ OBVEZNI MIROVINSKI		
FOND (1/1)	766	2,72
KONEČNÝ ZORAN (1/1)	471	1,67
ZAGREBAČKA BANKA D.D. (1/1)	428	1,52
ŽUVANIĆ ROLAND (1/1)	303	1,07
ČERNOŠEK KRUNOŠLAV (1/1)	216	0,77
JOVIČIĆ GORAN (1/1)	202	0,72
HRVATSKA POŠTANSKA BANKA D.D./ZBIRNI RAČUN ZA KLIJENTE BANKE	177	0,63
	5.523	19,59
MALI DIONIČARI	4.082	14,47
	28.201	100,00

## **083. LONG-TERM LIABILITIES**

	31 Dec 2013	31 Dec 2012
Loan based liabilities	13.773.674	24.398.088
Liabilities towards banks and other		
financial institutions	0	515.740.929
Liabilities for taxes	962.958	1.465.371
	14.736.632	541.604.388

#### 093. SHORT-TERM LIABILITIES

	31 Dec 2013	31 Dec 2012
Loan based liabilities	2.902.951	7.083.572
Liabilities towards credit institutions	546.095.248	12.983.553
Interest liabilities	53.018.689	14.027.722
Liabilities for bonds issued	293.687.500	269.413.750
Liabilities for advances	0	7.452.575
Trade payables	272.537.309	195.123.259
Liabilities towards employees	2.786.048	2.539.882
Taxes, contributions and other levies	13.363.294	6.947.494
Other liabilities	71.102	240.714
	1.184.462.141	515.812.521

## 098. LIABILITES TOWARDS SUPPLIERS

	31 Dec 2013	31 Dec 2012
Domestic trade payables	232.985.923	187.985.019
Foreign trade payables	6.429.963	7.138.240
Invoice accrual	33.121.423	0
	272.537.309	195.123.259

## 099. BONDS ISSUED

On 5 February 2007, the Company issued bonds (OPTE-O-124A) with nominal value of HRK 250 million. The bonds have been issued on Zagreb Stock Exchange with interest rate of 9,125% and maturity date on 1 February 2014. The bonds have been issued with the price of 99,496%. The interest rate due on 01 Feb 2013 is not paid.

	31 Dec 2013	31 Dec 2012
Nominal value	250.000.000	250.000.000
Compensations for issuance of bonds	0	-1.461.250
Liabilities based on calculated interest	43.687.500	20.875.000
	293.687.500	269.413.750

#### 102. LIABILITIES FOR TAXES, CONTRIBUTIONS AND SIMILAR LEVIES

	31 Dec 2013	31 Dec 2012
VAT Liabilities	10.486.014	4.277.028
Taxes and contributions on and from salaries	1.963.165	1.860.914
Other taxes and contributions	914.115	809.552
	13.363.294	6.947.494

#### 106. DEFERRED PAYMENTS AND FUTURE INCOME

	31 Dec 2013	31 Dec 2012
Domestic payables for which invoices have not been received	6.623.926	11.797.101
Foreign payables for which invoices have not been received	4.170.574	5.986.012
Accrued interests	0	30.786.331
Deferred income	12.503.819	13.500.000
Deferred income due to uncertainty	3.756.641	3.379.702
	27.054.960	65.449.146

#### 3. FINANCIAL INSTRUMENTS

During the reporting period, the Company used most of its financial instruments to finance its operations. Financial instruments include loans, bills of exchange, cash and liquid assets and other various instruments, such as trade receivables and trade payables arising directly from ordinary business activities

## Currency Risk Management

Currency risk may be defined as risk of fluctuation of value of financial instruments due to changes in the exchange rates. The Company's major exposure relates to long-term borrowings denominated in a foreign currency and converted to Croatian Kunas at the exchange rate applicable on the balance sheet date. Gains and losses resulting from conversion are credited and charged to the income statement, but do not affect the cash flow.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date are given in the following table.

	Liabilities		Assets		
	31Dec 2013	31 Dec 2012	31 Dec 2013	31Dec 2012	
	in 000 HRK	in 000 HRK	in 000 HRK	in 000 HRK	
EUR	607.621	585.752	23.524	-21.374	
USD	1.581	1.939	0	-2	
CHF					
GPB					
_	609.202	587.691	23.524	-21.376	

## Foreign currency sensitivity analysis

The Company is mainly exposed to the fluctuations in the exchange rate of Croatian Kuna to Euro and US Dollar.

The following table details the Company's sensitivity to a 10% decrease of Croatian Kuna exchange rate in 2013 against the relevant foreign currency. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their conversion at the end of the period on the basis of percent change in foreign currency rates. The sensitivity analysis includes monetary assets and monetary liabilities in foreign currencies. A negative number below indicates decrease in profit and other equity where Croatian Kunas changes for above-mentioned percentage against the relevant currency. For a reverse proportional change of Croatian Kuna against the relevant currency, there would be an equal and opposite impact on the profit and other equity.

Liabilities		Assets		
31 Dec 2013	31 Dec 2012	31 Dec 2013	31 Dec 2012	
in 000 HRK	in 000 HRK	in 000 HRK	in 000 HRK	

EUR	60.762	58.575	2.352	-2.137
USD	158	194	0	0
CHF				
GPB				
_	60.920	58.769	2.352	-2.137

Exposure to the currency exchange for 10% mainly relates to received loans, trade payables and receivables from affiliated companies indicated in Euros (EURO) and US Dollars (USD).

#### Interest Rate Risk

Liabilities arising from credits and loans with variable interest rates amount to HRK 340,12 million, and therefore, the Company's exposure to the interest rate risk is significant.

Other assets and liabilities, including bonds issued, are not exposed to to interest rate risk.

#### Credit Risk

Credit risk is the risk that the Company's customers will default on their contractual obligations causing possible financial loss to the Company. The Company has adopted procedures which are applied in dealing with customers and it requests and collects payment security instruments, where appropriate, in order to mitigate possible financial risks and losses resulting from a default in payment and fulfilment of contractual obligations.

Trade receivables are monitored continuously in order to determine their risk level and apply the appropriate procedures. Customers' credit ratings are also monitored on a continuous basis in order to establish the Company's credit exposure, which is reviewed at least once a year.

The Company operates with a large number of customers from various industries and of various sizes as well as with individuals who have a specific credit risk. The Company has developed procedures for each particular group of customers in order to ensure that the credit risk is addressed in the most appropriate way.

#### Liquidity Risk Management

The ultimate responsibility for liquidity risk management rests with the Management Board which is in charge of setting up the appropriate framework for liquidity risk management, all with the purpose of satisfying short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves and credit lines, by continuous comparison of planned and realized cash flows and by matching the maturity profiles of financial assets and liabilities.

#### Liquidity Risk and Interest Rate Risk Table Review

The following tables detail maturity of the Company's contractual liabilities indicated in the balance sheet at the end of the reporting period.

Tables have been created on the basis of undiscounted cash flows of financial liabilities on their due date. The tables include both interest and principal cash flows.

in 000 HRK	Up to one year	From 1 to 5 years	Over 5 years	Total
31 Dec 2013				
Non-interest bearing liabilities	275.394			275.394
Interest bearing liabilities	906.107	1.859	1.512	909.478
	1.181.501	1.859	1.512	1.184.872
31 Dec 2012				
Non-interest bearing liabilities	205.370			205.370
Interest bearing liabilities	114.850	726.915	1.883	843.648
	320.220	726.915	1.883	1.049.018

The majority of non-interest bearing liabilities of the Company maturing within one year account for trade payables in the amount of HRK 272.537 thousand for the period from January to December 2013 (HRK 193.602 on 31 december 2012).

Interest bearing liabilities include short-term and long-term borrowings, bonds issued and financial lease.

The following tables detail maturity of the Company's financial assets indicated in the balance sheet at the end of the reporting period.

Tables have been created on the basis of undiscounted cash flows of financial assets on their due date. The tables include both interest and principal cash flows.

in 000 HRK	Up to one year	From 1 to 5 years	Over 5 years	Total
31 Dec 2013				
Non-interest bearing liabilities	153.862			153.862
Interest bearing liabilities	1.284	3.484	. 0	4.768

	155.146	3.484	0	158.630
31 Dec 2012				
Non-interest bearing liabilities	82.782			82.782
Interest bearing liabilities	676	3.442	0	4.118
	83.458	3.442	0	86.900

The balance of cash and cash equivalents is indicated under non-interest bearing financial assets due to the low interest rate on these assets.

Matija Martić

Jadranka Suručić

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